

**VOTE OF MEMBERS OF
THE FREDERICK, LLC**

The undersigned, being the duly appointed Manager and 80% Member of The Frederick, LLC (the “Company”), do hereby certify that a meeting of the members was convened on June 24, 2021, and the following resolutions were approved:

VOTED: That the Company file a Voluntary Petition pursuant to the provisions of Chapter 11 of the United States Bankruptcy Code with the United States Bankruptcy Court for the District of Massachusetts; and it is further

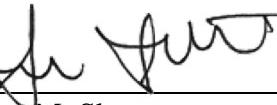
VOTED: That Scott M. Shortt, the Manager of the Company, be and hereby is authorized to execute and file on behalf of the Company all petitions, schedules, lists, and other pleadings, papers, or documents, and to take any and all action which may be deemed necessary or proper to obtain such relief; and it is further

VOTED: That Scott M. Shortt is authorized and directed to execute appropriate retention agreements with other law firms, accountants, consultants, and others recommended to assist in the pending reorganization and cause appropriate retainers to be paid prior to filing of the Chapter 11 case; and it is further

VOTED: That Scott M. Shortt be and is authorized and directed on behalf of the Company, to take or cause to be taken any and all such other and further action, and to execute, acknowledge, deliver, and file any and all such instruments as may be necessary or desirable in order to carry out the purposes and intentions of the foregoing votes.

THE FREDERICK, LLC

Dated: 06/28/2021

By: 

Scott M. Shortt
Its Majority Member and Manager